

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref. Nos. 839

**DECLARATION OF ATHRA AL ZAABI IN SUPPORT OF MOTION OF  
DEBTORS FOR ENTRY OF AN ORDER (I) AUTHORIZING AND APPROVING  
SALE OF DEBTORS' INTERESTS IN SEQUOIA CAPITAL FUND, L.P. FREE  
AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES;  
(II) AUTHORIZING AND APPROVING DEBTORS' ENTRY INTO, AND  
PERFORMANCE UNDER, THE PURCHASE AND SALE AGREEMENT;  
(III) AUTHORIZING AND APPROVING ASSUMPTION AND ASSIGNMENT  
OF CERTAIN CONTRACTS; AND (IV) GRANTING RELATED RELIEF**

I, Athra Al Zaabi, hereby declare as follows:

1. I am a director of Al Nawwar Investments RSC Limited ("Al Nawwar") a company with limited liability incorporated under the laws of Abu Dhabi Global Market. Al Nawwar is a wholly owned subsidiary of the Abu Dhabi Investment Council Company P.J.S.C. ("ADIC"), a joint stock company established by the Government of the Emirate of Abu Dhabi in the United Arab Emirates that maintains an office at Al Bahr Towers, Abu Dhabi, United Arab Emirates. ADIC is wholly owned by Mubadala Investment Company P.J.S.C., which is itself wholly owned by the Government of the Emirate of Abu Dhabi.

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<sup>1</sup> The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063, respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

2. I have been employed at ADIC since 2007. I am an Executive Director of the Private Equity Department, and I am responsible for leading the private equity investing function at ADIC.

3. I submit this declaration (this “Declaration”) in support of the *Motion of the Debtors For Entry of an Order (i) Authorizing and Approving Sale of Debtors’ Interests in Sequoia Capital Fund, L.P. Free and Clear of all Liens, Claims, Interests and Encumbrances, (ii) Authorizing and Approving Debtors’ Entry Into, and Performance Under, the Purchase and Sale Agreement, (iii) Authorizing and Approving Assumption and Assignment of Certain Contracts, and (iv) Granting Related Relief* (the “Motion”).<sup>2</sup> Except as otherwise indicated, all facts set forth in this Declaration are based upon (i) my personal knowledge, information and belief, or my opinion based upon experience, knowledge and information concerning Purchaser, and the negotiations relating to the Sale Transaction and the Agreement, and/or (ii) information supplied by employees of ADIC working with me and/or under my direct supervision in connection with the negotiations relating to the Sale Transaction and the Agreement.

4. I am over the age of 18 and authorized to submit this Declaration on behalf of Purchaser. I am not being compensated for this testimony other than through regular compensation in connection my employment with ADIC; I received no payments specifically payable on account of this testimony. If I were called upon to testify, I could and would testify competently to the facts set forth in this Declaration.

5. Purchaser negotiated the Sale Transaction with the Seller and Seller’s financial advisors in good faith and from arms’ length bargaining positions. The Agreement and

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Motion.

Sale Transaction were negotiated, proposed and entered into by the Purchaser without collusion or fraud.

6. Purchaser understood that the Debtors were free to negotiate with any other party interested in acquiring the Interests during the time Purchaser and Seller were negotiating the Sale Transaction and Agreement. Purchaser has not engaged in any conduct that could, to my knowledge and understanding, result in the avoidance of the Sale Transaction or assessment of damages under section 363(n) of the Bankruptcy Code. Purchaser has not acted in a collusive manner with any person, and the purchase price for the Interests was not controlled by any agreement among Purchaser and any other bidders or potential bidders.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: March 24, 2023



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Athra Al Zaabi  
Director  
Al Nawwar Investments RSC Limited